

ROBBINS LIBRARY

Arlington, Massachusetts

Bylaws of the Board of Trustees

ARTICLE I

This Board shall be known as the Board of Trustees of the Robbins Library of Arlington, Massachusetts consistent with Section 22 of the Arlington Town Manager Act. The Robbins Library is the library system for the Town of Arlington, Massachusetts that is composed of the Robbins Library located at 700 Massachusetts Avenue in Arlington and the Edith M. Fox Branch Library and Community Center located at 175 Massachusetts Avenue in Arlington.

ARTICLE II

OBJECT

The object of the Board of Trustees shall be to establish general operating and administrative policies for the Robbins Library, to serve community needs for library services, to advocate for excellent library services, to plan and anticipate for the future needs of the library, and to administer all restricted and unrestricted contributions to the library and all restricted and unrestricted Robbins Library Trust Funds. It is through the generosity of the community, through remembrances of loved ones or appreciation for services provided as well as funding from the Town of Arlington and the Commonwealth of Massachusetts that enable Robbins Library to achieve goals large and small.

ARTICLE III

MEMBERSHIP, CONFLICTS OF INTEREST, VACANCIES & RESIGNATIONS

A. The Board of Trustees shall consist of seven (7) Trustees with staggered three (3) year terms. Trustees may serve an unlimited number of consecutive terms. Each Trustee shall be appointed by the Arlington Town Manager, subject to the approval of the Select Board of the Town of Arlington, and shall be considered to be public officials. The Library Director shall serve as an ex-officio, non-voting member of the Board.

Members must comply with all provisions of the Massachusetts Conflict of Interest Laws, as set forth in MGL Chapter 268A. Members may not, in their private capacity, negotiate, bid for, or enter into a contract with the Robbins Library in which they have a direct or indirect financial interest. Members shall withdraw from any Board discussion, deliberation, or vote on any matter in which the Board member, an immediate family member, or an organization with which the Member is associated has a financial interest. Members shall not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

B. In the event that a Trustee position becomes vacant, whether by resignation or any other cause that results in a vacancy prior to the expiration of that Trustee's term, the Chair of the Library Board of Trustees and/or the Library Director shall promptly notify the Town Manager and Chair of the Select

Board of the vacancy and request the appointment of a new Trustee in accordance with the Town Manager Act. An interim appointment to complete an unexpired term of a seated Trustee shall complete the remainder of that Trustee's current term.

If a trustee establishes primary residency outside of Arlington, they may be deemed to have vacated the office and the vacancy shall be filled pursuant to the above paragraph.

Any member of the board of trustees shall resign by written notice filed with the Town Clerk, Town Manager, Library Director and Chairperson of the Board of Trustees.

ARTICLE IV

OFFICERS

A. The Officers of the Board of Trustees shall include a Chairperson, Vice-Chairperson, Trust Fund Liaison, and one liaison for each Library Partner Organization as voted upon by the Board on an annual basis. Additional liaison positions that may become necessary may be created by a majority vote of the Board Members present at any meeting.

B. The Board of Trustees shall elect each Officer annually for a one-year term.

C. The Vice-Chairperson shall fill a Vacancy in the Chair, from any cause. A Vacancy in any other officer position shall be filled by a vote at the next regular or special meeting.

D. A nominating committee shall be appointed by the Chairperson annually and shall submit its nominations for Chairperson, Vice-Chairperson, Trust Fund Liaison, Liaisons to Library Partner Organizations, and any other liaisons that may become necessary at the following month's meeting.

E. In the absence of any Officer, a substitute may be appointed, pro tempore.

F. The Officers will be limited to two (2) successive terms, except for the Trust Fund Liaison and Liaisons to Library Partner Organizations, and any other liaisons that may become necessary for which there will be no limit.

ARTICLE V

COMMITTEES

Committees may be appointed as needed by the Chairperson of the Board of Trustees, provided that the Board of Trustees has, by a majority vote of the Members present at any meeting, authorized the creation of any such committee. Committees shall only gather facts and consider and propose actions to the Board in fulfillment of the purpose for which they were appointed. Committees do not have the power to act independently of the Board. They shall disband when their work has been completed as determined by the Board or if the Committee has been inactive for a significant period of time.

ARTICLE VI

POWERS AND DUTIES OF OFFICERS

A. The Chairperson shall conduct all meetings, appoint all committees, serve as the official representative of the Board, and fulfill all legal functions on behalf of the Board.

B. The Trust Fund Liaison shall account for all restricted and unrestricted contributions to the library and all restricted and unrestricted Robbins Library Trust Funds. He or she shall, under the direction of the Board of Trustees, keep account of all of the receipts and expenditures of the Board of Trustees.

Annually, the Trust Fund Liaison shall present a report of the receipts and expenditures of the year ending the previous June 30th along with a current statement of condition. The Trust Fund Liaison, in conjunction with the Library Director, shall also prepare a budget for the next fiscal year. At a meeting near the mid-point of the fiscal year, he or she shall also present a report of the receipts and expenditures of the current fiscal year to date. The Trust Fund Liaison shall also make further financial reports when requested by the Board of Trustees.

C. The Vice-Chairperson shall, in the absence of the Chairperson, assume his/her duties.

D. In the absence of both the Chairperson and the Vice-Chairperson, the longest serving member of the Board will preside.

ARTICLE VII

COLLECTIVE AUTHORITY OF THE BOARD

A. All Board Members shall establish written policies governing library activities and services, including a policy for the selection of library materials and the use of library materials and use of library facilities which is in accord with the current standards of the American Library Association as provided for by the MGL, Chapter 78, Section 33.

B. The Board as a collective body makes all decisions of the Board. An act of the majority of the members of the Board shall be the act of the Board. No individual member may make decisions or, with the exception of the Chairperson, act or speak for the Board unless specifically authorized to do so by a vote of the present membership of the Board at any meeting.

ARTICLE VIII

MEETINGS

A. The regular meetings of the Board of Trustees shall be held monthly on the 2nd Tuesday of the month, except that the Chairperson may, in his or her discretion, postpone or reschedule any regular meeting in consultation with the library board. The board shall annually determine its meeting schedule and publically include this schedule in its meeting minutes. The board may, at its discretion, choose to omit a monthly meeting during one month each year.

B. Regular attendance is expected. A Trustee must give advance notice to the Chairperson or Library Director whenever he or she cannot attend a meeting. Absence from three consecutive regular meetings by any Trustee may result in a request for his or her resignation by the Chairperson.

C. The date of next month's meeting is noted on the agenda. If a member cannot make the next meeting, he or she should immediately notify either the Chairperson and Library Director so that the next meeting can be rescheduled as soon as possible and noted on the posted agenda.

D. Reasonable written or electronic notice of all regular meetings must be given to the Trustees. Meetings shall take place at a Robbins Library facility.

E. The Chairperson, at his or her discretion, may call special meetings by giving written notice thereof at least 48 hours prior to such meeting.

F. All meetings of the Board shall be subject to the State's Open Meeting Law as contained in the MGL, Chapter 39, Section 23A-23C. In particular, all meetings are open to the public unless held in executive session under terms of the law. A notice of all meetings will be filed with the Town Clerk along with the meeting's agenda at least 48 hours in advance of the meeting date and time, and a copy of the notice will be posted in the Town Hall. All records of minutes of meetings will be available for public inspection and on the Town Website in accordance with MGL Chapter 66, Section 10.

G. An affirmative vote of the majority of all members of the Board present at any meeting shall be necessary to approve any action before the Board, unless otherwise required by law. The Chairperson may vote upon and may move or second a proposal before the Board.

H. All votes shall be taken by a call of the roll and the ayes and nays and those abstaining should be recorded in the minutes, provided, however, that if the vote is unanimous, only that fact need be recorded.

I. In the event that the Governor of the Commonwealth declares a state of emergency and issues an executive order allowing for alternative means of public access to the deliberations of the Board of Trustees under the Commonwealth's Open Meeting Law, the Board shall conduct its meetings in accordance with the executive order as long as it remains in effect. If anything in the executive order or any Attorney General's guidance or regulations promulgated during the state of emergency is in conflict with these by-laws, the executive order, Attorney General's guidance or regulations shall govern.

ARTICLE IX

ELECTRONIC ATTENDANCE AT BOARD MEETINGS

A. As authorized by the Open Meetings Law, a Trustee of the Robbins Library may attend Board Meetings or Committee Meetings by video or audio conference (or other means of contemporaneous interactive communication) provided such attendance is in compliance with these rules and any applicable laws.

B. For any trustee requesting electronic attendance, such electronic attendance is permitted when: 1. A quorum of the Board or Committee is physically present at the meeting location; 2. The Trustee wishing to attend by video or audio conference has notified the Board Chair or Library Director at least 4 hours before the meeting (unless advance notice is impractical); and 3. The Trustee is prevented from physically attending because of: a. Personal illness or disability; b. Employment purposes; c. Family or other emergency; d. or such participation is unreasonably difficult.

C. Equipment

The Trustee attending electronically and Trustees physically present must be able to communicate effectively, and members of the audience must be able to hear all communications at the meeting site.

D. Participation and Minutes

1. Minutes of all meetings will record whether a Trustee was physically present or present by means of video or audio conference, and counted as present for that meeting.
2. The Trustee attending electronically will participate in the same capacity as those members physically present subject to all general meeting guidelines and procedures.
3. The Trustee attending electronically shall be heard, considered, and counted as to any vote taken and shall be considered to be present for the purpose of any vote taken. Accordingly, his or her vote shall be placed in the meeting minutes.
4. A Trustee attending electronically may leave a meeting and return as in the case of any member, provided the member announces his or her leaving and returning.

ARTICLE X

AMENDMENTS

The bylaws may be amended at any regular or special meeting of the Board of Trustees by a two-thirds majority vote of the Trustees present at a meeting, provided that the proposed amendment is distributed and discussed at the previous meeting of the Board of Trustees.

ARTICLE XI

GIFTS

The Board of Trustees may, in its discretion, accept gifts to the library for the benefit of the library, in accordance with the library's policy on accepting gifts.

ARTICLE XII

QUORUM

Four members of the Board of Trustees shall constitute a quorum for the transaction of business. A member asking to adjourn a meeting does not need a second.

ARTICLE XIII

PARLIAMENTARY PROCEDURE

The Board of Trustees in all cases involving Parliamentary Procedure shall follow Robert's Rules of Order, revised edition. The Rules may be suspended by a two-thirds vote of the Trustees present at a given meeting.

ARTICLE XIV

INCONSISTENT PROVISIONS

To the extent that any provision of these Bylaws is inconsistent with any provision of the Massachusetts General Laws or the Town Bylaws, the Massachusetts General Laws or the Town Bylaws, as the case may be, shall govern. Trustee Bylaws - 2003 Reviewed by Board of Trustees, April 12, 2016 Amended by Board of Trustees, April 12, 2016; Reviewed by Board of Trustees, April 14, 2020, Amended by Board of Trustees, August 11, 2020.